

# **EXHIBIT D**

## Inside Travis Kalanick's Resignation as Uber's C.E.O.

At a Chicago hotel on Tuesday, two venture capitalists presented Mr. Kalanick with a list of demands, including his resignation by the end of the day.

By MIKE ISAAC JUNE 21, 2017

Travis Kalanick's final hours as Uber's chief executive played out in a private room in a downtown Chicago hotel on Tuesday.

There, Mr. Kalanick, who was on a trip to interview executive candidates for Uber, was paid a surprise visit. Two venture capitalists — Matt Cohler and Peter Fenton of the Silicon Valley firm Benchmark, which is one of Uber's biggest shareholders — presented Mr. Kalanick with a list of demands, including his resignation before the end of the day. The letter was from five of Uber's major investors, including Benchmark and the mutual fund giant Fidelity Investments.

Mr. Kalanick balked, according to people briefed on the meeting who asked to remain anonymous because the details are confidential. Mr. Kalanick, who had built Uber into a transportation behemoth in just eight years, quickly called Arianna Huffington, an Uber board member, for advice. Ms. Huffington told Mr. Kalanick that the suggestions in the letter were worth considering. That afternoon, Mr. Kalanick locked himself in a room with Mr. Cohler and Mr. Fenton to hash out the best course for Uber.

By the end of the day, after hours of haggling and arguing, that course was clear: Mr. Kalanick agreed to step down as Uber's chief executive.

The corporate drama that unfolded in the hotel was anything but sudden. It was the culmination of several months in which nearly all of Mr. Kalanick's support base turned against him. One by one, executives, board members, investors and even close friends slowly fell away as Uber became embroiled in a seemingly ceaseless series of legal and ethical scandals, according to interviews with more than a dozen Uber insiders, former employees, investors and others, who asked to remain anonymous because they were not authorized to speak publicly.

Some of these constituencies ultimately decided that Mr. Kalanick had become a liability to Uber and moved to protect their own interests at his expense. In the end, that loss of support — coupled with his having to deal with the recent death of his mother — narrowed Mr. Kalanick's options for staying on as Uber's leader.

"I love Uber more than anything in the world, and at this difficult moment in my personal life, I have accepted the investors' request to step aside so that Uber can go back to building rather than be distracted with another fight," Mr. Kalanick said late Tuesday.

An Uber spokesman declined to comment for this article, as did Ms. Huffington. Mr. Fenton and Mr. Cohler did not immediately respond to a request for comment.

For Mr. Kalanick, the resignation represented a fall from grace. He had transformed the global transportation industry with Uber's ride-hailing service and pushed the company's value to nearly \$70 billion, making it the most highly valued privately held start-up in the world. At times, he had been hailed as a tech visionary.

His exit as chief executive raises many questions about Uber's future, including who will lead the company next. It also faces other urgent tasks, such as replenishing its top ranks, retaining its 14,000 full-time employees, reforming its workplace and repairing its sometimes fractious relationship with its drivers, who are contractors. In addition, Uber must maintain its business, which is growing.

For now, Uber's day-to-day management falls to a committee of executives. Finding a replacement for Mr. Kalanick, who built up the company aggressively, is likely to be complicated because he will remain a presence at Uber: He still has a board seat and voting rights.

On Wednesday, Uber's board underwent a fresh round of changes. Bill Gurley, a longtime Uber director and a venture capitalist at Benchmark, will be leaving the board and will be replaced by Mr. Cohler, according to a person familiar with the move. David Trujillo, a partner at the private equity firm TPG Capital, will join the board, according to other people with knowledge of the move; he replaces his colleague David Bonderman, who resigned as an Uber director this month after making a sexist remark at a company presentation. TPG declined to comment.

Just a few months ago, Mr. Kalanick's position at Uber seemed impregnable. He had helped found the company in 2009 and had pushed it into markets around the world.

Within Uber, he appeared secure. He had personally recruited many of the top executives and stacked the board with investors like Mr. Gurley, a Benchmark venture capitalist whose fortunes were intertwined with Mr. Kalanick's success. And Mr. Kalanick cemented his clout by being Uber's single biggest shareholder, with influence over the company's voting.

But Mr. Kalanick's brashness — some would say cockiness — did not always endear him to investors, employees and others.

Then, in February, the former Uber engineer Susan Fowler wrote a public blog post detailing what she said was a history of sexual harassment at the company. That plunged Uber into crisis, opening the door to other complaints and investigations.

At the time, Uber's board said it was united behind Mr. Kalanick. "The board is confident in Travis," Ms. Huffington said during a call with reporters in March. "Put very simply, change starts at the top."

But behind the scenes, the board started to disagree. Mr. Gurley, who did not immediately respond to a request for comment, began agitating for change at the top. Mr. Bonderman also increasingly clashed with Mr. Kalanick at board meetings because he felt Mr. Kalanick was dragging his feet on hiring key executives, like a chief operating officer and a chief financial officer.

In late May, Mr. Kalanick's parents were in a boating accident that killed his mother and seriously injured his father. At that point, Mr. Kalanick began to mull a leave of absence.

Uber's top executives started pressuring Mr. Kalanick to step aside. In particular, those on his "A-Team" — a close circle of executives who generally reported to him directly — threatened to leave Uber unless he took time away to shift the spotlight off the company. Some of their colleagues had been streaming out of Uber, because they were fired or for other opportunities or personal reasons.

Last week, right before Uber unveiled some of the results and recommendations of an internal investigation into its culture, Mr. Kalanick acceded. He said he would take an indefinite leave of absence to work on himself and reflect on building a "world-class leadership team" for Uber.

In reality, Mr. Kalanick had little intention of staying away from his company. Almost immediately after announcing the leave of absence, he worked the phones to push out Mr. Bonderman for making the sexist comment onstage at an Uber employee meeting. With the two increasingly at odds, Mr. Kalanick sent out a flurry of texts, phone calls and emails to his allies to pressure Mr. Bonderman to step down from Uber's board. Hours later, Mr. Bonderman did.

By then, Mr. Gurley, who had been one of Mr. Kalanick's earliest supporters, saw that Uber's promises of change were not enough if the chief executive stayed on.

Over the past week, Mr. Gurley and his partners spoke with other Uber investors at venture capital firms, including First Round Capital, Lowercase Capital and Menlo Ventures. Together, they came up with a letter to Mr. Kalanick that listed four demands, the foremost being his resignation.

The venture firms declined to comment.

Mr. Gurley and the group sent Mr. Cohler and Mr. Fenton, who by then had better relationships with Mr. Kalanick, to deliver the news in Chicago. They anticipated a fight, with Mr. Kalanick often eager to instigate one.

For a spell, a battle appeared to be coming. Mr. Kalanick sent his own surrogates at Uber's headquarters in San Francisco to begin a whisper campaign among investors and try to work out some sort of compromise in private.

But after hours of negotiations and consultations with confidants, Mr. Kalanick decided he had had enough. At around 11:30 p.m. on Tuesday in Chicago, he drafted a statement about his resignation. Then he agreed to make it public.

Follow Mike Isaac on Twitter @MikeIsaac.

A version of this article appears in print on June 22, 2017, on Page A1 of the New York edition with the headline: For Uber's Chief, Wrong Turns Led To a Forced Exit.